



### **Notice of Extraordinary General Meeting of Anoto Group AB (publ)**

The shareholders of Anoto Group AB (publ) (the "Company") are invited to attend the Extraordinary General Meeting to be held at 1:00 pm on Friday 2 January 2015 at the Company's premises at Traktorvägen 11 in Lund, Sweden.

#### **Notification of participation, etc.**

Shareholders wishing to attend the General Meeting must

- be entered as shareholders in the share register maintained by Euroclear Sweden AB no later than Tuesday 23 December 2014;
- provide notification of attendance to the Company no later than on Monday 29 December 2014, preferably before noon.

Attendance is to be notified by mail to Anoto Group AB (publ) at Box 4106, SE-227 22 Lund, Sweden, by fax +46 46 540 12 02, by telephone +46 46 540 12 00, or by e-mail to EGM2015@anoto.com. The notification should state name, social security number/corporate identification number and registered number of shares. To facilitate admittance to the Extraordinary General Meeting, proxies, registration certificates and other authorisation documents should be submitted to the Company at the above address no later than on Monday 29 December 2014. The Company provides proxy forms at the Company's office in Lund as well as on the Company's web page [www.anoto.com](http://www.anoto.com).

Shareholders who have their shares registered with a nominee and who wish to attend the General Meeting must temporarily register these shares in their own name; so called registration of voting right. In order for the temporary registration of voting right to be effective as of Tuesday 23 December 2014, the request must be submitted to the bank or stockbroker managing the shares in due time prior to that date.

#### **Proposed agenda**

1. Opening of the meeting
2. Election of Chairman at the meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Resolution on authorisation for the Board of Directors to resolve to issue shares and/or convertible bonds
8. Closing of the meeting



## **Proposals**

### **Resolution on authorisation for the Board of Directors to resolve to issue shares and/or convertible bonds (item 7)**

The Board of Directors proposes that the General Meeting resolve to authorise the Board of Directors to resolve, on one or several occasions before the next Annual General Meeting, with or without disapplication of the shareholders' preferential rights, to issue shares and/or convertible bonds. Such issue resolution may include provisions for payment in kind or against set-off of claims. The amount to be raised through the issue of shares and/or convertible bonds, shall not exceed USD 4,000,000 in total or the equivalent amount in SEK on the issue date.

The purpose of the authorisation and the reason for any disapplication of the shareholders' preemptive right is to increase the financial flexibility of the Company and to be able to make payment with own financial instruments in connection with possible acquisitions that the company may carry out. The issue price for the new shares and/or the convertible bonds is to be set taking into account the prevailing market price of the Company's shares.

The Board of Directors, or any person appointed by the Board of Directors, shall be authorised to make such minor adjustments of the resolutions that may prove necessary for registration with the Swedish Companies Registration Office (Sw: *Bolagsverket*).

A valid resolution by the General Meeting pursuant to the proposal above requires that the resolution be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the General Meeting.

## **Miscellaneous**

### **Documents, etc.**

Documents pursuant to Chapter 13, section 6 and Chapter 15, section 8 of the Swedish Companies Act will be available at the Company's office in Lund and on the Company's web page, [www.anoto.com](http://www.anoto.com), no later than three weeks prior to the General Meeting. The documents will be sent on request free of charge to shareholders stating their address.

### **Information on shareholders' right to request information**

The Board of Directors and the CEO shall, if requested by a shareholder, and if the Board finds that it can be done without any major harm to the company, present information at the General Meeting on conditions that may influence the assessment of an item of the agenda, and on conditions that may influence the assessment of the economic situation of the company or its subsidiaries, and on the Company's relation to another group company. Whoever wishes to send in questions ahead of the meeting may do so in the same manner as the notification to the General Meeting as of above.

### **Number of shares and votes in the company**

At the time of the notice there were 698,353,534 shares and votes in Anoto Group AB. The Company holds no own shares.



Lund, December 2014

Anoto Group AB (publ)

*Board of Directors*

For further information, please contact:

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**About Anoto Group**

Anoto Group is the company behind and world leading in the unique technology for digital pen and paper, which enables fast and reliable transmission of handwritten text into a digital format. Anoto operates through a global partner network that focuses on user-friendly solutions for efficient capture, transmission and storage of data within different business segments, e.g. healthcare, bank and finance, transport and logistics and education. The Anoto Group has over 100 employees and is headquartered in Lund (Sweden), with offices in Basingstoke and Wetherby (UK), Boston and Los Angeles (US) and Tokyo (Japan). The Anoto share is traded on the Small Cap list of NASDAQ OMX Stockholm under the ticker ANOT.

For more information: [www.anoto.com](http://www.anoto.com)

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